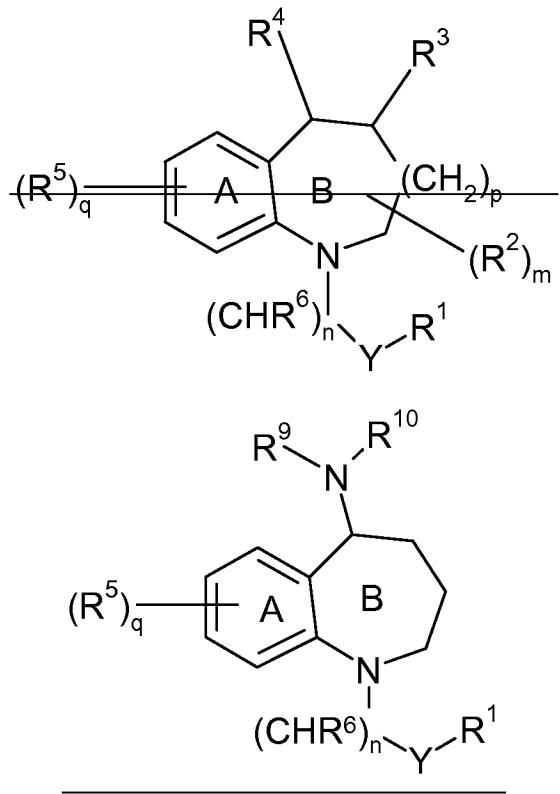


Amendments to the Claims

1. (currently amended) A compound of a formula below:



wherein

n is 0, 1, 2, or 3;

m is 0, 1, 2, or 3;

p is 1 or 2;

q is 0, 1, 2, or 3;

Y is a bond, C=O, or S(O)t; wherein t is 0, 1, or 2;

R¹ is selected from a group consisting of hydroxy, C₁-C₆ alkyl, aryl, C₂-C₆ alkenyl, C₄-C₆ haloalkyl, C₁-C₆ alkylheterocyclic, C₃-C₈ cycloalkyl, C₁-C₆ alkylcycloalkyl; C₁-C₆ alkylaryl, heterocyclyl, C₂-C₆ alkylalcohol, C₁-C₆ alkoxy, aryloxy, -OC₂-C₆ alkenyl, -OC₁-C₆ haloalkyl, -OC₄-C₆ alkylheterocyclic, -OC₃-C₈ cycloalkyl, -OC₁-C₆ alkylcycloalkyl, -NR⁷R⁸ and -OC₁-C₆ alkylaryl, -O-heterocyclic, and -OC₁-C₆ alkylheterocyclic; provided that R⁴ is not hydroxy when Y is S(O)_t, CO or when n and y are both zero; and wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3- groups independently selected from oxo, hydroxy, halo, C₁-C₆ alkyl, C₂-C₆ alkene, C₂-C₆ alkynyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₄-C₆ alkylalcohol, CONR¹¹R¹², NR¹⁴SO₂R¹², NR¹⁴COR¹², C₀-C₃ alkylNR¹¹R¹², C₄-C₃ alkylCOR¹⁴, C₀-

C_6 alkylCOOR¹¹, cyano, C_4-C_6 alkylecycloalkyl, and phenyl; $-OC_4-C_6$ alkylecycloalkyl, $-OC_4-C_6$ alkylaryl, $-OC_4-C_6$ alkylheterocyclic, and C_4-C_6 alkylaryl;

R^2 is bound only to carbon atoms and is a group independently selected from hydrogen, hydroxy, halo, C_4-C_6 alkyl, C_2-C_6 alkene, C_2-C_6 alkynyl, C_4-C_6 alkoxy, C_4-C_6 haloalkyl, CONR¹⁴R¹², NR¹⁴SO₂R¹², NR¹⁴COR¹², C₀-C₆ alkylNR¹⁴R¹², C₀-C₆ alkylCOR¹⁴, C₀-C₆ alkylCOOR¹⁴, cyano, nitro, C₀-C₆ alkylecycloalkyl, phenyl, and C₀-C₆ alkylaryl heterocyclic, C₃-C₈ cycloalkyl, and C₄-C₆ haloalkyl;

R^3 is hydrogen;

R^4 is a group represented by the formula NR⁹R¹⁰;

each R⁵ is selected from a group consisting of hydrogen, hydroxy, halogen, C₁-C₆ haloalkyl, C₃-C₈ cycloalkyl, C₄-C₆ alkylaryl, C₄-C₆ alkylheterocyclic, aryl, heterocyclic, cyano, nitro, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₁-C₆ alkoxy, aryloxy, OC₂-C₆ alkenyl, OC₁-C₆ haloalkyl, C₀-C₆ alkylNR⁷R⁸, C₀-C₆ alkylCOR⁷, C₀-C₆ alkylCO₂R⁷, C₀-C₆ alkylCONR⁷R⁸, CONR⁷SO₂R⁸, NR⁷SO₂R⁸, NR⁷COR⁸, N=CR⁷R⁸, OCONR⁷R⁸, S(O)₁R⁷, SO₂NR⁷R⁸, C₁-C₆ alkylalcohol, -OC₄-C₆ alkylheterocyclic, and -OC₁-C₆ alkylaryl wherein each of the alkyl, cycloalkyl, aryl and heterocyclic groups is optionally substituted by oxo, or alkyl, aryloxy, and wherein any two R⁵ groups may combine to form an optionally substituted 5-7 member carbocyclic or heterocyclic, saturated or unsaturated ring fused with the A ring to which they are attached;

R⁶ is independently selected from a group consisting of hydrogen, or C₁-C₆ alkyl, C₂-C₆ alkenyl, hydroxy, COR⁷, C₄-C₆ alkoxy, aryloxy, OC₂-C₆ alkenyl, OC₄-C₆ haloalkyl, C₄-C₆ alkylNR¹⁴R¹², C₃-C₈ cycloalkyl, heterocyclic, aryl, and C₄-C₆ alkylecycloalkyl;

each R⁷ is independently selected from a group consisting of hydrogen, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, OC₁-C₆ alkyl, C₁-C₆ haloalkyl, -O aryl, OC₃-C₈ cycloalkyl, O heterocyclic, NR¹⁴R¹², C₄-C₆ alkylecycloalkyl, OC₄-C₆ alkylecycloalkyl, OC₄-C₆ alkylheterocyclic, C₄-C₆ alkylheterocyclic, OC₄-C₆ alkylaryl, C₃-C₈ cycloalkyl, heterocyclic, aryl, and C₄-C₆ alkylaryl, wherein each alkyl, cycloalkyl, heterocyclic or aryl group is optionally substituted with 1-3 groups independently selected from hydroxy, halogen, oxo, C₄-C₆ alkyl, C₁-C₆ alkoxy, SO₂R¹¹, SO₂NR¹⁴R¹², C₄-C₆ alkylSO₂NR¹⁴R¹², COOR¹⁴, C₄-C₆ haloalkyl, and NR¹¹R¹², or R¹⁴ and R¹² combine to form a nitrogen containing heterocyclic ring having 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen and sulfur and wherein the nitrogen containing heterocycle is optionally substituted with oxo, or C₄-C₆ alkyl;

each R⁸ is independently selected from a group consisting of hydrogen, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, OC₄-C₆ alkyl, C₄-C₆ haloalkyl, -O aryl, OC₃-C₈ cycloalkyl, O heterocyclic, NR¹⁴R¹², C₄-C₆ alkylecycloalkyl, OC₄-C₆ alkylecycloalkyl, OC₄-C₆

~~alkylheterocyclic, C₄-C₆ alkylheterocyclic, O-C₄-C₆ alkylaryl, C₂-C₈ cycloalkyl, heterocyclic, and aryl; and C₄-C₆ alkylaryl, wherein each alkyl, cycloalkyl, heterocyclic or aryl group is optionally substituted with 1-3 groups independently selected from hydroxy, halogen, C₄-C₆ alkyl, C₄-C₆ alkoxy, C₄-C₆ haloalkyl, and NR¹¹R¹², or R¹¹ and R¹² combine to form a nitrogen containing heterocyclic ring having 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen and sulfur and wherein the nitrogen containing heterocycle is optionally substituted with oxo, or C₄-C₆ alkyl;~~

R⁹ is COR⁷ or S(O)_xR⁷ wherein R⁷ is as defined above;

R¹⁰ is benzyl, optionally substituted with 1 or 2 groups selected from halo, C₁-C₆alkyl, haloalkyl, C₁-C₆alkoxy, and C₁-C₆ haloalkoxyalkyl; selected from the group consisting of aryl, C₄-C₆ alkylaryl, C₂-C₆ alkenylaryl, C₂-C₆ alkynylaryl, C₄-C₆ alkylheterocyclic, C₂-C₆ alkenylheterocyclic, C₄-C₆ alkylecycloalkyl, C₄-C₆ alkyl O-C₄-C₆ alkylaryl, and wherein each cycloalkyl, aryl, or heterocyclic group is optionally substituted with 1-3 groups independently selected from the group consisting of hydroxy, oxo, SC₄-C₆alkyl, C₄-C₆alkyl, C₄-C₆ alkenyl, C₄-C₆ alkynyl, C₄-C₆ haloalkyl, halogen, C₄-C₆ alkoxy, aryloxy, C₄-C₆ alkenyloxy, C₄-C₆ haloalkoxyalkyl, C₀-C₆ alkylNR¹¹R¹², OC₄-C₆ alkylaryl, nitro, cyano, C₄-C₆ haloalkylalcohol, and C₄-C₆ alkylalcohol;

R¹¹ and R¹² are independently selected from a group consisting of hydrogen, C₁-C₆ alkyl, C₄-C₆ alkenyl, C₃-C₈ cycloalkyl, heterocyclic, and aryl, C₄-C₆ alkylaryl, wherein each aryl, cycloalkyl and heterocyclic group is optionally substituted with 1-3 groups independently selected from halogen, C₄-C₆ alkylheterocyclic, and C₄-C₆ haloalkyl, or R¹¹ and R¹² combine to form a nitrogen containing heterocyclic ring which may have 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen or sulfur and is optionally substituted with oxo, C₄-C₆ alkyl, COR⁷, and SO₂R⁷;

or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer or mixture of diastereomers thereof.

2. (currently amended) The compound according to Claim 1 wherein R¹ is selected from a group consisting of C₁-C₆ alkoxy, C₁-C₆ alkylcycloalkyl, C₃-C₈ cycloalkyl, C₁-C₆ alkylheterocyclic, aryloxy, -OC₂-C₆ alkenyl, -OC₁-C₆ haloalkyl, -OC₃-C₈ cycloalkyl, -OC₁-C₆ alkylaryl, -OC₂-C₈ heterocyclic, and -OC₁-C₆ alkylheterocyclic wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from oxo, halo, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, CONR¹¹R¹² and C₀-C₆ alkylCOOR¹¹,

3. (currently amended) A compound according to Claim 1 wherein R¹ is selected from a group consisting of C₄-C₆ alkoxy, C₄-C₆ alkyleycloalkyl, C₃-C₈ cycloalkyl, C₄-C₆ alkylheterocyclic, aryloxy, -OC₂-C₆ alkenyl, -OC₁-C₆ haloalkyl, -OC₃-C₈ cycloalkyl, -OC₁-C₆ alkylaryl, -OC₃-C₈ heterocyclic, and -OC₁-C₆ alkylheterocyclic; wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from halo, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, and C₀-C₆ alkylCOOR¹¹, R⁴ is the group NR⁹R¹⁰ and R⁹ is selected from an optionally substituted heterocyclic, or alkylheterocyclic.

4. (currently amended) The compound according to Claim 1 wherein R¹ is selected from a group consisting of C₄-C₆ alkoxy, C₁-C₆ alkylcycloalkyl, C₁-C₆ alkylheterocyclic, and C₃-C₈ cycloalkyl, C₄-C₆ alkylaryl, aryloxy, wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from halo, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, and C₀-C₆ alkylCOOR¹¹, OC₂-C₆ alkenyl, OC₄-C₆ haloalkyl, OC₃-C₈ cycloalkyl, OC₄-C₆ heterocyclic, OC₄-C₆ alkylaryl, and OC₄-C₆ alkylheterocyclic; R⁴ is the group NR⁹R¹⁰ and wherein R⁹ is COR⁷.

5. (currently amended) The compound according to Claim 1 ~~wherein n is zero, y is a bond; and R¹ is alkylaryl, alkylheterocyclic, alkycycloalkyl wherein the alkyl, aryl, cycloalkyl and heterocyclic groups are each optionally substituted with 1, 2 or 3 groups independently selected from hydroxy, oxo, -COOH, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ alkylcycloalkyl, C₃-C₈ cycloalkyl, C₁-C₆ alkylaryl, aryloxy, -OC₂-C₆ alkenyl, -OC₁-C₆ haloalkyl, -OC₃-C₈ cycloalkyl, and -OC₁-C₆ alkylaryl.~~

6-7. (canceled)

8. (currently amended) The compound of claim 1, wherein p is 1 or 2, n is 0 or 1, m is 0, and q is 1-3.

9. (currently amended) The compound according to Claim 1 wherein n and m are independently 0 or 1; and q is 2 or 3.

10-11. (canceled)

12. (currently amended) A compound ~~according to claim 1~~ selected from the group consisting of:

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-methoxy-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-fluoro-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-methyl-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

~~5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-4,4-dimethyl-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,~~

6-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,

6-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-9-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-9-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,
4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-chloro-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester, and
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-8-chloro-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
or a pharmaceutically acceptable salt, ~~enantiomer, diastereomer or mixture~~ thereof.

13. (canceled)

14. (currently amended) A method of treating dyslipidemia comprising administering a compound of ~~claim 1 formula I~~ or a pharmaceutically acceptable salt, ~~enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, to a patient in need thereof.

15. (currently amended) A method of treating Cardiovascular Diseases comprising administering to a patient in need thereof a pharmaceutically effective amount of a compound of ~~claim 1 formula I~~ or a pharmaceutically acceptable salt, ~~enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, to a patient in need thereof.

16. (currently amended) A method ~~according to claim 15~~ of treating arteriosclerosis comprising administering a compound of ~~claim 1 formula I~~, a pharmaceutically acceptable salt, ~~enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof to a patient.

17. (canceled)

18. (previously presented) A method of according to claim 14 comprising lowering plasma LDL-cholesterol in a mammal.

19. (canceled)

20. (currently amended) A method of treating pathological sequelae due to low levels of plasma HDL-cholesterol in a mammal comprising administering a pharmaceutically effective

amount of a compound of claim 1 formula I or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, to a patient in need thereof.

21. (canceled)

22. (previously presented) A pharmaceutical formulation comprising a compound according to Claim 1 and at least one of: a carrier, a diluent and an excipient.

23-25 (canceled)

26. (previously presented) A method according to claim 14 comprising raising plasma HDL-cholesterol in a mammal.